

This order is SIGNED.

Dated: June 16, 2023

Kevin R. Anderson
 KEVIN R. ANDERSON
 U.S. Bankruptcy Judge



slo

I. Thomas Beckett, USB #5587

Brian M. Rothschild, USB #15316
 Darren Neilson, USB #15005
PARSONS BEHLE & LATIMER
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Proposed Attorneys for the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re: PolarityTE, Inc., a Delaware corporation Debtor	Case No. 23-bk-22358-KRA Case No. 23-bk-22360-KRA Case No. 23-bk-22361-KRA
In re: PolarityTE, MD Inc., a Nevada corporation Debtor	Chapter 11 Judge Kevin R. Anderson
In re: PolarityTE, Inc., a Nevada corporation Debtor	THIS FILING RELATES TO ALL DEBTORS¹

¹ The Debtors in these jointly administered chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are PolarityTE, Inc. (9524); PolarityTE MD, Inc. (1555); and PolarityTE, Inc. (6882). The location of the Debtors' service address is 1960 S. 4250 W., Salt Lake City, UT 84104.



**ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND
RETAIN KURTZMAN CARSON CONSULTANTS LLC AS
NOTICING AND SOLICITATION AGENT UNDER 28 U.S.C. § 156(c)**

Upon the application (the “**Application**”)² filed by the above-captioned debtors (the “**Debtors**”) for entry of an order authorizing the retention and employment of Kurtzman Carson Consultants LLC (“**KCC**”) as equity noticing and solicitation agent in this case, in accordance with KCC’s customary fee structure and reimbursement policies in effect when services are rendered, and under 28 U.S.C. § 156(c) and Bankruptcy Rule 2002, and in accordance with KCC’s customary fee structure and reimbursement policies in effect when services are rendered, and upon the Gershbein Declaration of filed concurrently therewith; and upon the entire record before the Court in these cases (the “**Chapter 11 Cases**”), the arguments of counsel, and other admissible evidence properly brought before the Court at or before the hearing on this Application;

And it appearing that this Court has jurisdiction to consider the Application under 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these Chapter 11 Cases and the Application in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409;

And it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and a hearing having been held to consider the relief requested in the Application; and upon due deliberation on the Application, the record of the hearing, and all of the proceedings heard before the Court; and any objections to the Application having been filed or raised at the hearing have been or are hereby overruled; and the Court having found and determined that the relief sought in the Application is in the best interests

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

of the Debtors, their estates and creditors, and all parties in interest; and it appearing that the professionals who will perform services on behalf of the Debtors in these Chapter 11 Cases are well qualified; and the Court finding, based on the representations made in the Application, the Gershbein Declaration, that KCC does not represent any interest materially adverse to the Debtors or their estates with respect to the matters upon which it is to be engaged, that it is a “disinterested person,” as that term is defined in section 101(14) of the Bankruptcy Code, and that the Debtors’ employment of KCC is necessary and reasonable, and the proposed terms of KCC’s employment and retention consistent with that certain KCC Agreement for Services between the Debtors and KCC (the “**KCC Agreement**”) a copy of which is attached as Annex 1 hereto, are fair, reasonable, and competitive in this market, and for other sufficient cause appearing therefor;

IT IS HEREBY ORDERED AS FOLLOWS:

1. The Application is granted as provided herein.
2. KCC is hereby appointed as the equity and creditor noticing and solicitation agent in these Chapter 11 Cases in accordance with KCC’s customary fee structure and reimbursement policies as set forth in the Application, in the KCC Agreement attached as Annex 1 hereto.
3. KCC is authorized to render professional services to the Debtor and this Court in a manner consistent with the KCC Agreement for the following equity noticing and solicitation services:
 - i. With regard to equity holders and creditors, prepare, serve, publish and manage required legal notices and documents in these Chapter 11 Cases in accordance with the Bankruptcy Code, the Bankruptcy Rules and Local Rules in the form and manner directed by the Debtors and/or the Court, including, without limitation: (i) notice of the commencement of these Chapter 11 Cases and the initial meeting of creditors under Bankruptcy Code section 341(a), (ii) prepare certificates of service, (iii) notices of any hearings on a disclosure statement and confirmation of any plan(s) of reorganization, including under Bankruptcy Rule 3017(d), (iv) notice of any hearings on motions filed by the U.S. Trustee and (v) all other notices, orders, pleadings, publications and other documents as the Debtors or the

Court may deem necessary or appropriate for an orderly administration of these Chapter 11 Cases;

- ii. Within three (3) business days after the service of a particular notice, prepare for filing with the Clerk's Office a certificate or affidavit of service that includes (i) a copy of the notice served, (ii) an alphabetical list of persons on whom the notice was served, along with their addresses, and (iii) the date and manner of service;
- iii. Assist in the dissemination of information to the public and respond to requests for administrative information regarding these Chapter 11 Cases as directed by the Debtors or the Court, including through the use of a case website and call center;
- iv. Thirty (30) days before the close of these Chapter 11 Cases, to the extent practicable, request that the Debtor submits to the Court a proposed order (i) dismissing KCC as noticing and solicitation agent and (ii) terminating the services of KCC upon completion of its duties and responsibilities and the closing of these Chapter 11 Cases;
- v. At the close of these Chapter 11 Cases, box and transport all original documents, in proper format, as instructed by the Clerk's Office, to (i) the National Archives and Records Administration's Federal Records Center, Central Plains Region, 200 Space Center Drive, Lee's Summit, MO 64064 or (ii) any other location requested by the Clerk's Office; and
- vi. Assist with the solicitation and balloting of any plan(s) of reorganization, including: (i) managing the compilation and mailing of documents to equity holders in connection with the solicitation of any plan(s) of reorganization; (ii) scanning all ballots received into a computer database so that permitted users can view electronic images of received ballots; (iii) reviewing each ballot and inputting relevant information into a computer database to enable select users to search and sort information pertaining to received ballots and to generate ballot reports; (iv) collecting and tabulating votes in connection with any plan(s) of reorganization filed by the Debtor and providing ballot reports to the Debtor and its professionals; and (iv) generating an official ballot certification and testifying, if necessary, in support of the ballot tabulation results;
- vii. Manage any distributions made pursuant to a confirmed plan;
- viii. Establish, host, and maintain an up-to-date informational website with important and pertinent information regarding the Debtors' Chapter 11 cases, including claims and voting deadlines, claims information, forms for proofs of claim, hearing dates, and important pleadings; and
- ix. Provide such other related equity noticing and solicitation services as the Debtors or the Court may require in connection with these Chapter 11 Cases, in compliance with applicable law, rules and conditions as the Clerk's Office or the Court may at any time prescribe.

4. KCC is authorized to take such other action to comply with all duties set forth in the Application.

5. The Debtors are authorized to compensate KCC in accordance with the terms of the KCC Agreement upon the receipt of reasonably detailed invoices setting forth the services provided by KCC and the rates charged for each, and to reimburse KCC for all reasonable and necessary expenses it may incur upon the presentation of appropriate documentation, without the need for KCC to file fee applications or otherwise seek Court approval for the compensation of its services and reimbursement of its expenses.

6. KCC shall maintain records of all services, reflecting dates, categories of such services, fees charged and expenses incurred, and shall serve monthly invoices on the Debtors, the Office of the United States Trustee, counsel for the Debtors, counsel for any statutory committee appointed in these Chapter 11 Cases and any party in interest who specifically requests service of the monthly invoices.

7. The parties shall meet and confer in an attempt to resolve any dispute that may arise relating to the KCC Agreement or monthly invoices, and that the parties may seek resolution of the matter from the Court if resolution is not achieved. In such an event, the Debtors will remit to KCC only the undisputed portion of the invoice and, if applicable, pay the remainder to KCC upon the resolution of the disputed portion.

8. Of the portion of the prepetition amount received by KCC on account of the KCC Agreement that remains unused, KCC seeks to first apply this portion to all prepetition invoices and, thereafter, to have the retainer replenished to the original retainer amount, thereafter to hold the retainer under the KCC Agreement during the cases as security for the payments of fees and expenses incurred under the KCC Agreement.

9. Under Bankruptcy Code section 503(b)(1)(A), the fees and expenses of KCC under this Order shall be an administrative expense of the Debtors' estates and shall be paid by the Debtors in the ordinary course of business under the terms of the KCC Agreement.

10. If KCC's services are terminated, KCC shall continue to perform its duties until the completion of a transition with the Clerk's Office or any successor equity noticing and solicitation agent.

11. KCC shall not cease its equity noticing services during these Chapter 11 Cases for any reason, including nonpayment, without an order of the Court.

12. The Debtors and KCC are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order and in accordance with the Application.

13. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

14. The Court finds that Bankruptcy Rule 6003 does not apply and that this final order is effective immediately without the need for an interim order.

15. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

[END OF DOCUMENT]

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DESIGNATION OF PARTIES TO RECEIVE NOTICE

Service of the foregoing **ORDER AUTHORIZING THE DEBTORS TO EMPLOY AND RETAIN KURTZMAN CARSON CONSULTANTS LLC AS NOTICING AND SOLICITATION AGENT UNDER 28 U.S.C. § 156(c)** shall be served to the parties and in the manner designated below:

By Electronic Service: I certify that the parties of record in this case as identified below, are registered CM/ECF users.

- J. Thomas Beckett tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com
- Darren B. Neilson dneilson@parsonsbehle.com
- Ellen E. Ostrow eostrow@foley.com, lbailey@foley.com;ellen-ostrow-4512@ecf.pacerpro.com;tschuman@foley.com;docketflow@foley.com
- Brian M. Rothschild brothschild@parsonsbehle.com, ecf@parsonsbehle.com;docket@parsonsbehle.com
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov
- Melinda Willden tr melinda.willden@usdoj.gov, Lindsey.Huston@usdoj.gov;James.Gee@usdoj.gov;Rinehart.Peshell@usdoj.gov;Rachell e.D.Armstrong@usdoj.gov;Brittany.Eichorn@usdoj.gov

The following parties in interest are not registered ECF users and must be notified manually:

Kurtzman Carson Consultants, LLC
222 N Pacific Coast Highway
3rd Floor
El Segundo, CA 90245

Rocky Mountain Advisory, LLC
15 W South Temple
Ste 500
Salt Lake City, UT 84101

Dated this 12th day of June, 2023.

/s/ Brian M. Rothschild
Brian M. Rothschild

In re:
PolarityTE, Inc.
Debtor

Case No. 23-22358-KRA
Chapter 11

CERTIFICATE OF NOTICE

District/off: 1088-2
Date Rcvd: Jun 16, 2023

User: admin
Form ID: pdfor1

Page 1 of 2
Total Noticed: 2

The following symbols are used throughout this certificate:

Symbol Definition

+ Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jun 18, 2023:

Recip ID	Recipient Name and Address
op	+ Kurtzman Carson Consultants, LLC, 222 N Pacific Coast Highway, 3rd Floor, El Segundo, CA 90245-5614
fa	+ Rocky Mountain Advisory, LLC, 15 W South Temple, Ste 500, Salt Lake City, UT 84101-1500

TOTAL: 2

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Gustava Winters, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jun 18, 2023

Signature: /s/Gustava Winters

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on June 16, 2023 at the address(es) listed below:

Name	Email Address
Brian M. Rothschild	on behalf of Debtor PolarityTE MD Inc. brothschild@parsonsbehle.com, ecf@parsonsbehle.com;docket@parsonsbehle.com
Brian M. Rothschild	on behalf of Debtor PolarityTE Inc. brothschild@parsonsbehle.com, ecf@parsonsbehle.com;docket@parsonsbehle.com
Brian M. Rothschild	on behalf of Debtor PolarityTE Inc., (a Nevada Corporation) (PTE-NV) brothschild@parsonsbehle.com, ecf@parsonsbehle.com;docket@parsonsbehle.com
Darren B. Neilson	on behalf of Debtor PolarityTE Inc., (a Nevada Corporation) (PTE-NV) dneilson@parsonsbehle.com
Darren B. Neilson	on behalf of Debtor PolarityTE MD Inc. dneilson@parsonsbehle.com
Darren B. Neilson	

District/off: 1088-2

User: admin

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Date Rcvd: Jun 16, 2023

Form ID: pdfor1

Total Noticed: 2

on behalf of Debtor PolarityTE Inc. dneilson@parsonsbehle.com

Ellen E. Ostrow

on behalf of Interested Party Grander Acquisition LLC eostrow@foley.com,
lbailey@foley.com;ellen-ostrow-4512@ecf.pacerpro.com;tschuman@foley.com;docketflow@foley.com

J. Thomas Beckett

on behalf of Debtor PolarityTE Inc. tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com

J. Thomas Beckett

on behalf of Debtor PolarityTE Inc., (a Nevada Corporation) (PTE-NV) tbeckett@parsonsbehle.com,
ecf@parsonsbehle.com;brothschild@parsonsbehle.com

J. Thomas Beckett

on behalf of Debtor PolarityTE MD Inc. tbeckett@parsonsbehle.com, ecf@parsonsbehle.com;brothschild@parsonsbehle.com

Melinda Willden tr

on behalf of U.S. Trustee United States Trustee melinda.willden@usdoj.gov
Lindsey.Huston@usdoj.gov;James.Gee@usdoj.gov;Rinehart.Peshell@usdoj.gov;Rachelle.D.Armstrong@usdoj.gov;Brittany.Eich
orn@usdoj.gov

United States Trustee

USTPRegion19.SK.ECF@usdoj.gov

TOTAL: 12